PARAMESHWAR G. BHAT
B.Com., LLB, ML, MBA, ACS
Company Secretary

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SCRUTINIZER'S REPORT

[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and the Companies (Management & Administration) Rules, 2014]

To
Mr. V Ranganathan
Chairman of the Twenty Second Annual General Meeting
Cerebra Integrated Technologies Limited
S5, Off 3rd Cross, Peenya Industrial Area
Peenya 1st Stage
Bangalore-560 058

Dear Sir,

I, Parameshwar G Bhat, Company Secretary in Whole-Time Practice (FCS No 8860, CP No 11004), having office at # 496/4, 2nd Floor, 10th Cross, Near Bashyam Circle, Sadashivanagar, Bangalore – 560 080, duly appointed as Scrutinizer by Cerebra Integrated Technologies Limited for the purpose of scrutinizing the voting through remote e-voting and through Ballot Form at the 22nd Annual General Meeting pursuant to Sections 108 and 109 of the Companies Act, 2013, read with Rule 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through e-voting and Ballot Form at the Annual General Meeting venue for the resolutions proposed in the notice of 22nd Annual General Meeting of the Members of the Company held on 16th September, 2016. My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for the votes casts in "favour" or "against" on the resolutions proposed in the Notice convening the 22nd Annual General Meeting of the Company, based on the Report provided by Karvy Computershare Private Limited (Karvy) the agency engaged by the Company to provide e-voting facility for voting through electronic means.

Parameshwar G.Bhat ★ Company Secretary ★ Bangalore ★
FCS - 8860
CP - 11004

In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the e-voting was kept open for Four days from 12th September, 2016 (9.00 A.M. IST) till 15th September, 2016 (5.00 P.M. IST) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolution on the e-voting platform.

The Members holding Equity Shares as on the "cut-off date" i.e. 9th September, 2016 were entitled to vote on the resolutions proposed in the Notice calling the 22nd Annual General Meeting.

The Ballot register was prepared to record equity shareholders' Assent or Dissent, received mentioning the particulars of name, address, folio number or client id of the shareholders, number of share held by them, nominal value of such shares, whether the shares have differential voting rights, if any, details of ballot forms which are invalid.

The Ballot papers received were scrutinized and reconciled with the records maintained by Registrar and Share Transfer Agent (RTA) Karvy. The Ballot papers which were wrongly signed have been rejected and treated as invalid.

At the end of the voting period on 15th September, 2016 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes cast were unblocked on 16th September, 2016, in presence of Ms. Kalai Vani S and Mr. Ganapati Hegde who acted as witnesses as prescribed under Sub-Rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

Thereafter the details containing inter alia, the list of the members, who voted "for" or "against" on each of the resolution that were put to vote, were derived from the ballot forms as received and the report generated from the e-voting website of Karvy and based on such reports,

a. 68 Members (number of members was taken on folios wise) have cast their votes through remote e-voting.
a. 22 Members have cast their votes through Ballot Form at Annual General Meeting.

The brief analysis of the results of the voting through e-voting and ballot form are as under:

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CP - 11004

ORDINARY BUSINESS:

Item No. 1: Adoption of Financial Statements for the year ended March 31, 2016:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Ballot Form		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	66	37969034	16	8839	82	37977873	99.99
Dissent	2	4002	0	0	2	4002	0.01
Total	68	37973036	16	8839	84	37981875	100.00
Abstained/ Invalid	0	0	6	248158	6	248158	NA

Item No. 2: Appointment of Director in place of Ms. Preeti Javali (Holding DIN: 07157145), who retires by rotation and is eligible for re-appointment:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	66	37969034	16	8839	82	37977873	99.99
Dissent	2	4002	0	0	2	4002	0.01
Total	68	37973036	16	8839	84	37981875	100.00
Abstained/ Invalid	0	0	6	248158	6	248158	NA

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Item No. 3: Ratification of the appointment of Statutory Auditors:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	66	37969034	16	8839	82	37977873	99.99
Dissent	2	4002	0	0	2	4002	0.01
Total	68	37973036	16	8839	84	37981875	100.00
Abstained/ Invalid	0	0	6	248158	6	248158	NA

SPECIAL BUSINESS:

Item No. 4: Re-appointment of Mr. V. Ranganathan (Holding DIN: 01247305) as Managing Director and ratification of remuneration:

Special Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	63	35283368	16	8839	79	35292207	99.99
Dissent	2	4002	0	0	2	4002	0.01
Total	65	35287370	16	8839	81	35296209	100.00
Abstained/ Invalid	3	2685666	6	248158	9	2933824	NA

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FCS - 8860
CP - 11004

Item No. 5: Re-appointment of Mr. Shridhar S. Hegde (Holding DIN: 01247342) as Whole Time Director and ratification of remuneration:

Special Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	62	35390313	16	8839	78	35399152	99.99
Dissent	2	4002	0	0	2	4002	0.01
Total	64	35394315	16	8839	80	35403154	100.00
Abstained/ Invalid	4	2578721	6	248158	10	2826879	NA

Item No. 6: Re-appointment of Mr. P Vishwamurthy (Holding DIN: 01247336) as Whole Time Director and ratification of remuneration:

Special Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	65	36970904	16	8839	81	36979743	99.99
Dissent	2	4002	0	0	2	4002	0.01
Total	67	36974906	16	8839	83	36983745	100.00
Abstained/ Invalid	1	998130	6	248158	7	1246288	NA

Note: The votes cast by the Directors/Promoters for their own appointment/re-appointment was not taken in to consideration and was treated as invalid for the respective resolutions.

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FCS - 8860
CP - 11004

Based on the foregoing, the resolution numbers from 01 to 06 may be deemed to have been **passed by requisite majority**.

All the relevant records relating to e-voting and Ballot Forms are under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely.

Thanking You

Yours Sincerely

Parameshwar G Bhat
Practising Company Secretary
Membership No: FCS 8860
C. P. No: 11004

Parameshwar G.Bhat Company Secretary
FCS - 8860
CP - 11004
Bangalore

Date: 17.09.2016
Place: Bangalore

Witness:

1. Kalai Vani S

2. Ganapati Hegde